

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION and
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

-against-

NOMURA HOLDING AMERICA INC., ET AL.,

Defendants.

No. 11-cv-6201 (DLC)

ECF Case

STIPULATION AND [PROPOSED] ORDER REGARDING TENDER OF CERTIFICATES IN ACCORDANCE WITH THE FINAL JUDGMENT

STIPULATION AND PROPOSED ORDER

WHEREAS, a Final Judgment (ECF No. 1717) was entered in the above action on the 15th day of May, 2015, in favor of Plaintiff Federal Housing Finance Agency (“FHFA”), as conservator of the Federal National Mortgage Association (“Fannie Mae”) and the Federal Home Loan Mortgage Corporation (“Freddie Mac,” and together with Fannie Mae, the “GSEs”) and against Defendants Nomura Holding America, Inc. (“NHA”), Nomura Asset Acceptance Corporation (“NAAC”), Nomura Home Equity Loan, Inc. (“NHELI”), Nomura Credit & Capital, Inc. (“NCCI”), Nomura Securities International, Inc. (“NSI,” and collectively with NHA, NAAC, NHELI and NCCI, “Nomura”), RBS Securities Inc. (f/k/a Greenwich Capital Markets, Inc., n/k/a NatWest Markets Securities Inc.) (“RBS”), David Findlay, John McCarthy, John P. Graham, Nathan Gorin, and N. Dante LaRocca, in the amount of \$806,023,427 plus interest from the 15th day of May 2015, to be paid by Defendants in exchange for the return by the GSEs to Defendants of the seven residential mortgage-backed certificates (the “Certificates”) specified in the Final Judgment;

WHEREAS, the Final Judgment provides in paragraphs 6(c) that, upon the satisfaction of certain conditions, Freddie Mac shall deliver the NHELI-2006-HE3-1A1 Certificate to whatever person or entity the paying Defendant designates;

WHEREAS, the Final Judgment provides in paragraphs 6(d)-(f) that, upon the satisfaction of certain conditions, Freddie Mac shall deliver to RBS the NHELI 2006-FM2 1A1, NHELI 2007-1 IIAI, and NHELI 2007-2 1A1 Certificates (together with the NHELI-2006-HE3-1A1 Certificate, the "RBS Certificates");

WHEREAS, RBS agrees that, as consideration for Nomura's agreement to make the payments required to satisfy the Final Judgment, Nomura, on RBS's behalf, may direct the location to which Freddie Mac shall deliver the RBS Certificates pursuant to the terms of the Final Judgment, and RBS further agrees that Freddie Mac, upon delivering the RBS Certificates to such person or entity as Nomura may direct, will have satisfied its obligations to RBS under the Final Judgment in respect of the RBS Certificates;

WHEREAS, Nomura directs that Freddie Mac shall deliver the RBS Certificates to NSI.

IT IS HEREBY STIPULATED AND AGREED:

1. The Final Judgment is modified as follows: Upon receipt of the payments specified in paragraphs 6(c)-(f), Freddie Mac shall deliver the RBS Certificates to NSI;
2. The Final Judgment shall remain in full force, pursuant to its terms, in all other respects.

SO ORDERED

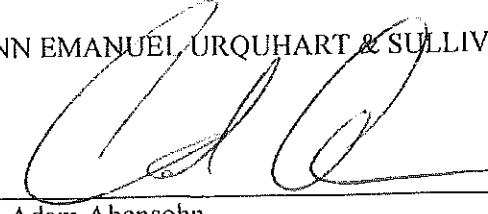
By: _____

Phineas Lee
July 19, 2018

Dated: July 18, 2018

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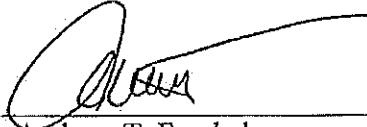
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